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ITIES AND EXCHANGE COMMISSION
WASHINGTON, D. C. 20549

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FORM 10-Q

(Mark One)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EICHANGE ACT OF 1934

For the quarterly period ended March 29, 1992

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D)
OF THE SECURITIES EICHANGE ACT OF 1934

For the Transition period from _____ to _____

Commission file number 0-11427

HART HOLDING COMPANY INCORPORATED

(Exact name of registrant as specified in its charter)

Delaware	23-1467390
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)
1120 Boston Post Road Darien, Connecticut	06820
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (203) 655-6855

Common stock, par value $.01 per share

(Title of class)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes x No ___

12,901,516 shares of $.01 par value common stock of the Registrant were outstanding at the close of business on May 8, 1992.

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HART HOLDING COMPANY INCORPORATED AND SUBSIDIARIES

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

CONDENSED CONSOLIDATED BALANCE SHEET
HART HOLDING COMPANY INCORPORATED AND SUBSIDIARIES
(In thousands)

	December 31, 1991	March 29, 1992
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	$ 20,995	$ 41,864
Receivables, net of allowance for doubtful accounts	41,449	43,718
Inventories - Note A	39,510	41,234
Deferred income taxes	4,198	2,341
Prepaid and other current assets	3,005	3,304
Current investment in discontinued operations - Note B	15,823	788
TOTAL CURRENT ASSETS	124,980	133,249
PROPERTY, PLANT AND EQUIPMENT		
Cost	63,060	63,419
Less accumulated depreciation	26,397	27,357
	36,663	36,062
OTHER ASSETS AND DEFERRED CHARGES		
Unamortized financing costs, less accumulated amortization of $5,722 and $5,997	3,386	3,111
Goodwill, less accumulated amortization of $6,877 and $7,228	48,073	47,722
Other assets and deferred charges	737	774
Noncurrent investment in discontinued operations - Note B	3,296	2,927
	55,492	54,534
TOTAL ASSETS	$217,135	$223,845

CONDENSED CONSOLIDATED BALANCE SHEET (Continued)
HART HOLDING COMPANY INCORPORATED AND SUBSIDIARIES
(In thousands, except share data)

	December 31, 1991	March 29, 1992
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES		
Revolving loans payable to banks	$ 30,000	$ 30,000
Current portion of long-term debt	43	31
Accounts payable	15,851	18,986
Accrued expenses	21,655	27,158
Current Liabilities related to discontinued operations - Note B	4,835	7,307
TOTAL CURRENT LIABILITIES	72,384	83,482
LONG-TERM DEBT - Note C	118,917	118,958
DEFERRED INCOME TAXES	2,554	2,559
MINORITY INTEREST	1,331	1,268
LONG-TERM LIABILITIES RELATED TO DISCONTINUED LIABILITIES - Note B	4,666	1,250
TOTAL LIABILITIES	199,852	207,517
SHAREHOLDERS' EQUITY		
Common Stock, 40,000,000 shares authorized, 16,073,037 and 16,033,209 shares issued and 12,976,142 and 12,936,314 shares outstanding	161	160
Additional paid-in capital	15,034	14,858
Retained earnings	3,661	5,025
Equity adjustments from translation	4,419	2,277
Common Stock held in treasury, at cost, 3,096,895 shares	(5,992)	(5,992)
	17,283	16,328
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$217 135	$223,845

See notes to condensed consolidated financial statements.

CONDENSED CONSOLIDATED STATEMENT OF INCOME
HART HOLDING COMPANY INCORPORATED AND SUBSIDIARIES
(In thousands)

	Quarter Ended	
	March 31, 1991	March 29, 1992
Net sales	$61,626	$66,375
Cost of sales	49,657	52,832
Gross profit on sales	11,969	13,543
Selling, general and administrative expenses	7,616	7,345
Operating income	4,353	6,198
Other income (expense):		
Other income, net	366	192
Interest expense and amortization of financing costs and debt discounts	(5,113)	(4,829)
	(4,747)	(4,637)
(Loss) income before income taxes and minority interest	(394)	1,561
Income tax (benefit) provision	(666)	111
Minority interest	(16)	(86)
Net Income	$ 256	$ 1,364

See notes to condensed consolidated financial statements.

CONDENSED CONSOLIDATED STATEMENT OF INCOME (Continued)
HART HOLDING COMPANY INCORPORATED AND SUBSIDIARIES
(In thousands, except per share data)

	Quarter Ended	
	March 31, 1991	March 29, 1992
Earnings per share (Exhibit 11):		
Income per common and common equivalent share:		
Primary:		
Net Income	$ .02	$ .09
Fully diluted:		
Net Income	$ .02	$ .09
Weighted average number of common shares outstanding:		
Primary	15,201	15,157
Fully Diluted	15,201	15,157

See notes to condensed consolidated financial statements.

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
HART HOLDING COMPANY INCORPORATED AND SUBSIDIARIES
(In thousands)

	Common Stock Par Value $.01		Additional Paid-in Capital	Retained Earnings	Trans-lation Adjust-ments	Common Stock Held in Treasury		Total
	Shares	Amount				Shares	Amount	
Balance at December 31, 1991	16,073	$ 161	$ 15,034	$ 3,661	$ 4,419	3,097	$(5,992)	$ 17,283
Purchase and cancellation of Common Stock	(40)	(1)	(176)					(177)
Net income				1,364				1,364
Translation adjustments					(2,142)			(2,142)
Balance at March 29, 1992	16,033	$ 160	$ 14,858	$ 5,025	$ 2,277	3,097	$(5,992)	$ 16,328

See notes to condensed consolidated financial statements.

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
HART HOLDING COMPANY INCORPORATED AND SUBSIDIARIES
(In thousands)

	Quarter Ended	
	March 31, 1991	March 29, 1992
OPERATING ACTIVITIES		
Net income	$ 256	$ 1,364
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	2,055	2,366
Change in minority interest	(302)	(63)
Changes in operating assets and liabilities, net of discontinued operations	668	6,180
Translation adjustments	(1,267)	(1,314)
NET CASH PROVIDED BY OPERATING ACTIVITIES	1,410	8,533
INVESTING ACTIVITIES		
Proceeds from the disposal of discontinued operations, net of transaction costs paid	1,074	14,460
Purchases of property, plant, and equipment	(2,207)	(1,933)
NET CASH (USED) PROVIDED BY INVESTING ACTIVITIES	(1,133)	12,527
FINANCING ACTIVITIES		
Principal payments on long-term debt	(13)	(15)
Purchase and retirement of stock	(6)	(176)
Other, net	101	-
NET CASH PROVIDED (USED) BY FINANCING ACTIVITIES	82	(191)
INCREASE IN CASH AND CASH EQUIVALENTS	359	20,869
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	22,058	20,995
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 22,417	$ 41,864

See notes to condensed consolidated financial statements.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
HART HOLDING COMPANY INCORPORATED AND SUBSIDIARIES

MARCH 29, 1992

GENERAL

Hart Holding Company Incorporated ("Hart Holding" or "the Company") is a diversified industrial company engaged in two business segments through its 93.5% owned subsidiary Reeves Industries, Inc. ("Reeves Industries"). Reeves Industries' principal asset is the capital stock of its wholly-owned subsidiary, Reeves Brothers, Inc. ("Reeves"). Reeves is a diversified industrial company with operations in two business segments: industrial coated fabrics and apparel textiles. The Industrial Coated Fabrics Group manufactures and sells rubber and synthetic coated fabrics such as ofrset printing blankets, truck tarpaulins, gaskets, gas meter and other molded and flat diaphragms, materials used in automotive airbags and graphic arts products for industrial applications. The Apparel Textile Group manufactures, processes and sells specialty textile fabrics to apparel and other manufacturers.

Effective December 31, 1991, Hart Holding exchanged its 1,000 shares of Reeves Industries' Series I Preferred Stock, par value $1.00 per share, stated value $5,001,000 and having a liquidation value of $9,410,000 for 18,820,000 shares of Reeves Industries Common Stock. This transaction resulted in Hart Holding's percentage ownership in Reeves Industries Common Stock increasing from 86.7% to 93.5%.

The accompanying unaudited condensed consolidated financial statements of the Company have been prepared in accordance with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. For such information, refer to the consolidated financial statements and footnotes thereto included in the Company's annual report on Form 10-K for the year ended December 31, 1991, as filed with the Securities and Exchange Commission on March 30, 1992. The condensed consolidated financial statements so presented are in the opinion of management, inclusive of all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair presentation of financial position as of March 29, 1992, and the results of operations and cash flows for the quarters ended March 31, 1991 and March 29, 1992.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)
HART HOLDING COMPANY INCORPORATED AND SUBSIDIARIES

MARCH 29, 1992

NOTE A - INVENTORIES

Inventories at December 31, 1991 and March 29, 1992, are comprised of the following (in thousands):

	December 31, 1991	March 29, 1992
Raw materials	$ 8,001	$ 8,354
Work in progress	10,092	10,531
Finished goods	21,417	22,349
	$39,510	$41,234

Approximately 26% and 30% of the Company's inventories at December 31, 1991 and March 29, 1992, respectively, are valued using the last-in, first-out ("LIFO") method. Interim LIFO determinations, including those as of March 29, 1992, are based on management's estimates of expected year end inventory levels and costs.

NOTE B - DISCONTINUED OPERATIONS

As of December 31, 1991, the Company revalued its reserves with respect to the disposal of the ARA Automotive Group and as a result adjusted the loss with respect to the discontinuance of ARA, which occurred in the fourth quarter of 1990, downward from $34.6 million to $32.2 million, net of applicable income tax benefits of $19.5 million and $18.0 million, respectively. This resulted in a gain of $2.4 million in the fourth quarter of 1991, net of applicable income taxes of $1.4 million.

The assets and liabilities and the results of operations of the ARA Automotive Group have been accounted for as discontinued operations in the accompanying condensed consolidated financial statements. Revenues from the discontinued operations amounted to $5,910,000 and $0 during the quarters ended March 31, 1991 and March 29, 1992, respectively.

The investment in discontinued operations reflected in the December 31, 1991 and March 29, 1992 Condensed Consolidated Balance Sheet is comprised of the following (in thousands):

	December 31, 1991	March 29, 1992
Cash	$ 4	$ -
Accounts receivable	1,035	725
Other current assets	50	-
Property, plant and equipment, net	19	-
Income tax receivable	15,021	-
Deferred income taxes	2,990	2,990
Total investment in discontinued operations	$19,119	$ 3,715

NOTE C - LONG-TERM DEBT

Long-term debt at December 31, 1991 and March 29, 1992, consisted of the following (in thousands):

	December 31, 1991	March 29, 1992
12 1/2% Senior Notes of Reeves Industries due May 1, 1996, net of unamortized discount of $223 and $200	$ 49,457	$ 49,480
13% Senior Subordinated Debentures of Reeves Industries due May 1, 1998, net of unamortized discount of $411 and $394	53,589	53,606
13 3/4% Subordinated Debentures of Reeves Industries due May 1, 2001, net of unamortized discount of $148 and $144	15,852	15,856
Other	62	47
	118,960	118,989
Less current portion	(43)	(31)
	$118,917	$118,958

In March 1992, Reeves Industries and the agent for the banks that are party to the Reeves Industries Loan Agreement (the "Loan Agreement"), agreed to an amendment (the "Amendment") to the Loan Agreement.

Concurrent with the consummation of the Amendment, Reeves Industries paid, out of available funds, the $30.0 million Revolving Loan outstanding as of December 31, 1991 which was due March 31, 1992. The Amendment makes available to Reeves a maximum revolving loan capacity of $20.0 million (as amended, the "Reeves Revolving Loan"). A letter of credit facility is available to Reeves of up to $5.0 million. The aggregate amount of the Reeves Revolving Loan outstanding plus outstanding letters of credit cannot exceed the lesser of $20.0 million or the Borrowing Base, as defined by the Amendment. The Reeves Revolving Loan due date is the earlier of the date Reeves Industries completes a refinancing or January 29, 1993. The Reeves Revolving Loan bears interest at: prime plus 1 3/4% or LIBOR plus 3% through August 30, 1992; prime plus 2 1/4% through October 30, 1992; prime plus 2 1/2% through December 30, 1992 and prime plus 3% thereafter. A commitment fee of 0.5% of the daily average unutilized portion of the Reeves Revolving Loan is payable quarterly.

Refer to the Company's Annual Report on Form 10-K for the year ended December 31, 1991, as filed with the Securities and Exchange Commission on March 30, 1992, for a more complete description of the Loan Agreement and the Indentures governing the debt securities.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

RESULTS OF OPERATIONS

The following table and the discussion which follows presents the Company's sales and operating income by segment for the quarters ended March 31, 1991 and March 29, 1992 (In thousands):

	Quarter Ended	
	March 31, 1991	March 29, 1992
Net Sales:		
Industrial Coated Fabrics Group	$ 28,999	$ 29,149
Apparel Textile Group	32,627	37,226
Total Net Sales	$ 61,626	$ 66,375
Operating Income:		
Industrial Coated Fabrics Group	$ 5,295	$ 5,554
Apparel Textile Group	1,373	2,895
Corporate Expenses	(2,315)	(2,251)
Total Operating Income	$ 4,353	$ 6,198
Operating Income / Net Sales	7.1%	9.3%

THREE MONTHS ENDED MARCH 31, 1991 COMPARED WITH THREE MONTHS ENDED MARCH 29, 1992

SALES

The Company's overall sales for the first three months of 1992 versus 1991 increased 7.7%. Sales of the Industrial Coated Fabrics Group represented 43.9% of the Company's total sales for the first three months of 1992 as compared with 47.1% for the comparable period in 1991. Sales of the Apparel Textile Group represented 56.1% of the Company's total sales for the first three months of 1992 as compared with 52.9% for the comparable period in 1991.

Sales of the Industrial Coated Fabrics Group were virtually the same as the first three months of 1991. The Group's Domestic sales increases in specialty coated fabrics and automotive airbag materials were offset by a decline in International sales. The increase in Domestic specialty coated fabrics was caused by an increase in unit volume and the increase in automotive airbag material sales was due to an increase in unit volume caused by the increasing inclusion of driver side airbags in U.S. manufactured cars. The decline in International sales was due to the continuing European recession.

The Apparel Textile Group's sales increased by 14.1% in the first three months of 1992 as compared to the first three months of 1991 primarily due to a shift to more fancy or higher priced goods.

OPERATING INCOME

Operating income for the first three months of 1992 was $6.2 million as compared to operating income of $4.4 million for the first three months of 1991. As a percentage of sales, operating income increased to 9.3% for the first three months of 1992 compared to 7.1% in the same period of 1991.

Operating income of the Industrial Coated Fabrics Group for the first three months of 1992 increased 4.9% as compared to the first three months of 1991, primarily as a result of an increase in Domestic sales volume for specialty coated fabrics and automotive airbag material and improved manufacturing costs primarily resulting from prior capital investments.

The Apparel Textile Group's operating income for the first three months of 1992 increased 110.9% as compared to the first three months of 1991, primarily due to stronger margins on the higher priced goods and manufacturing cost reductions associated with prior capital investments.

LIQUIDITY AND CAPITAL RESOURCES

The Loan Agreement provided Reeves Industries with a $44.9 million revolving line of credit facility and a $11.5 million letter of credit facility to provide liquidity. The balance outstanding under the revolving line of credit at December 31, 1991 was $30.0 million. Reeves Industries had outstanding letters of credit of $2.0 million at December 31, 1991.

In March 1992, Reeves Industries and the agent for the banks that are party to the Loan Agreement agreed to an amendment to the Loan Agreement. Concurrent with the consummation of the Amendment, Reeves

Industries paid, out of available funds, the $30.0 million revolving loan outstanding as of December 31, 1991 which was due March 31, 1992.

The Amendment to the Loan Agreement replaces the revolving line of credit facility and letters of credit facility with a $20.0 million revolving line of credit facility and a $5.0 million letters of credit facility to provide liquidity. Outstanding letters of credit reduce dollar for dollar the amount that may be borrowed as revolving loans. Management believes that funds available under these credit facilities will be sufficient to supplement funds generated from operations to meet the working capital and capital expenditure requirements of the Company through the termination of the facility which will occur on the earlier of the completion of a refinancing of certain of Reeves Industries' existing debt securities or January 29, 1993.

In April 1992, Reeves Industries filed a registration statement with the Securities and Exchange Commission with respect to a public offering of $121.5 million of Senior Notes due 2002 (the "New Senior Notes"). Proceeds of the offering will be used to redeem all of Reeves Industries' outstanding 12 1/2% Senior Notes, all of Reeves Industries' outstanding 13% Senior Subordinated Debentures and repay revolving loans that will be outstanding under the revolving loan facility. The completion of the offering will result in the termination of the Loan Agreement.

The Company intends to arrange for another revolving loan/letter of credit facility to replace the Loan Agreement and is engaged in discussion with banks for that purpose. Whether or not the Company obtains such a facility, the Company expects to be able to fund its working capital needs, capital expenditure requirements and debt service obligations from current cash balances and cash flow from operations.

In February 1992, Reeves Industries received approximately $17.0 million from the federal government in payment of a tax refund receivable which was recorded as of December 31, 1991. The refund resulted from Reeves Industries carrying back operating losses generated in 1991, primarily related to the disposal of the ARA Automotive Group, to offset previous year's taxable income.

PART II. OTHER INFORMATION

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits	Description	Page
Exhibit 11	Computation of Earnings Per Common Share	18

(b) Reports on Form 8-K

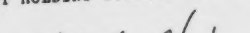
There were no reports on Form 8-K filed during the three months ended March 29, 1992.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

HART HOLDING COMPANY INCORPORATED

DATE: May 12, 1992

By: 

Steven W. Hart
Chief Financial Officer

EXHIBIT 11.
CALCULATION OF PRIMARY AND FULLY DILUTED EARNINGS PER COMMON SHARE

HART HOLDING COMPANY INCORPORATED AND SUBSIDIARIES
(In thousands, except per share data)

	Quarter Ended	
	March 31, 1991	March 29, 1992
Net income	$ 256	$ 1,364
Earnings Per Common Share:		
Primary:		
Net income	$ .02	$ .09
Fully diluted:		
Net income	$ .02	$ .09

EXHIBIT 11.
CALCULATION OF PRIMARY AND FULLY DILUTED EARNINGS PER COMMON SHARE
(Continued)
HART HOLDING COMPANY INCORPORATED AND SUBSIDIARIES
(In thousands, except per share data)

	Quarter Ended	
	March 31, 1991	March 29, 1992
Weighted average number of common shares outstanding:		
Primary	15,201	15,157
Fully diluted	15,201	15,157